

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: )  
 ) Chapter 11  
 )  
DELPHI CORPORATION, et al., ) Case No. 05-44481 (RDD)  
 )  
 )  
 )  
Debtor. ) (Jointly Administered)  
-----X

NOTICE REGARDING TRANSFER OF CLAIM NO. 2548  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 3001(e)(2)

1. TO: **MERRILL LYNCH CREDIT PRODUCTS, LLC** ("Transferor")  
4 World Financial Center, 7<sup>th</sup> Floor  
New York, New York 10080  
Attn: Ron Torok  
Phone: (212) 449-4969
2. Please take notice of the transfer of your right, title, and interest in and to the allowed, general, unsecured, non-priority claim, as evidenced by proof of claim No. 2548 date-stamped on April 5, 2006, against Delphi Automotive Systems LLC, a debtor and debtor in possession in the above-captioned case, to the extent of \$123,916.67 (such proof of claim, as amended, attached hereto as Exhibit A), has been transferred, pursuant to the terms of Evidence of Transfer of Claims (attached hereto as Exhibit B) to:

**SPECIAL SITUATIONS INVESTING GROUP, INC.** ("Transferee")  
c/o Goldman, Sachs & Co.  
85 Broad Street – 27<sup>th</sup> Floor  
New York, NY 10004  
Attn: Al Dombrowski  
Phone: (212) 357-5126

All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2005.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**

**PROOF OF CLAIM**

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*Penalty for presenting fraudulent claim:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



**APPENDIX TO PBR AUSTRALIA LLC PROOF OF CLAIM**

PBR Australia Pty. Ltd. ("PBR Australia") holds pre-petition claims against Delphi Automotive Systems LLC ("Delphi Automotive" or the "Debtor") as set forth in the attached Proof of Claim (the "Claim").

Upon information and belief, documents supporting the Claim are in the possession of Delphi Automotive. The numerous invoices, purchase orders, contracts and other supporting documents are too voluminous to attach to the Claim. However, PBR Australia has attached hereto a summary of its Claim, including a breakdown of its setoff claim, which has already been submitted to Delphi Automotive.

PBR Australia is a party to various pre-petition agreements and arrangements with Delphi Automotive, pursuant to which PBR Australia could be deemed to hold a prepetition claim on account of claims that are not currently liquidated, or which remain contingent. A summary of all potential unliquidated contingent claims would be unduly burdensome, if not impossible. PBR Australia reserves all of its rights with respect to claims under its agreements or arrangements with Delphi Automotive or any of the Debtors.

PBR Australia further reserves its rights to amend, modify or supplement this proof of claim at any time, including, without limitation, to assert claims on account of: (i) other obligations arising under agreements or arrangements or otherwise that may be deemed to be prepetition in nature; (ii) indemnification, setoff, recoupment or other rights; (iii) any consequential or other contractual damages; and (iv) any other causes of action sounding in contract, tort or otherwise, under statute or other applicable law, including counterclaims, relating to PBR Australia's agreements, arrangements and dealings with Delphi Automotive. PBR Australia further reserves the right to assert any administrative claims against the Debtor arising under agreements, arrangements or otherwise, including without limitation any right to assert that some or all of the amounts due are not prepetition claims.

**Delphi Pre-petition Debt owed to PBR-Australia**

		Converted to USD at exchange rate at the time	
PBRA Accounts Receivable outstanding - P90 Front Callipers	\$ 293,078.71	\$ 214,885.31	0.7332
PBRA Accounts Receivable outstanding - U&W Shoe&linings	\$ 346,466.41	\$ 254,029.17	0.7332
P90 obsolescence claim - PBRA inventory and material	\$ 296,228.00	\$ 217,194.37	
less payment received (U&W Invoice 569145)	\$ (169,008.00)	\$ (123,916.67)	0.7332
<b>Sub-total</b>	<b>\$ 766,765.12 (AUD)</b>	<b>\$ 562,192.18 (USD)</b>	



FOLEY & LARDNER LLP  
ATTORNEYS AT LAW

ONE DETROIT CENTER  
500 WOODWARD AVENUE, SUITE 2700  
DETROIT, MI 48226-3489  
313.234.7100 TEL  
313.234.2800 FAX  
www.foley.com

March 30, 2006

CLIENT/MATTER NUMBER  
064159-0101

United States Bankruptcy Court  
Southern District of New York  
Delphi Corporation Claims  
Bowling Green Station  
P.O. Box 5058  
New York, New York 10274-5058

**Re: Delphi Corporation Claims**

Dear Sir/Madam:

Please find enclosed two (2) proofs of claim submitted in the above-referenced matter. The claims are being submitted on behalf of PBR Australia Pty. Ltd. ("PBR Australia"). PBR Australia is submitting two claims: one in the case captioned, In re Delphi Corporation, Case No. 05-44481; and one in the case captioned, In re Delphi Automotive Systems LLC, Case No. 05-44640.

Each of the two claims includes an original and two copies. PBR Australia requests that you return acknowledgment of receipt of such claims. Accordingly, I have included a self-addressed, stamped envelope for you to return acknowledgment of the claims.

If you have any questions with respect to these matters, please contact me at (313) 234-7111.

Sincerely,

A handwritten signature in cursive script that reads 'David G. Dragich'.

David G. Dragich

BOSTON  
BRUSSELS  
CHICAGO  
DETROIT

JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE

NEW YORK  
ORLANDO  
SACRAMENTO  
SAN DIEGO

SAN DIEGO/DEL MAR  
SAN FRANCISCO  
SILICON VALLEY  
TALLAHASSEE

TAMPA  
TOKYO  
WASHINGTON, D.C.

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**



**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: SPECIAL SITUATIONS INVESTING GROUP, INC.

MERRILL LYNCH CREDIT PRODUCTS, LLC, a limited liability company organized under the laws of Delaware, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to SPECIAL SITUATIONS INVESTING GROUP, INC., its successors and assigns, with offices located at 85 Broad Street, New York, NY 10004 ("Buyer"), all right, title and interest in and to the unsecured claims in the amount of \$123,916.67 of Seller against Delphi Automotive Systems LLC, and its affiliates, docketed as Claim No. 2548 (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 44640 (Jointly Administered under Case No. 05-44481 *in re* Delphi Corporation); provided, however, that SELLER does not assign any right, title and interest in and to (i) all claims described as "P90 obsolescence claim – PBRA inventory and material" in the proof of claim dated March 28, 2006 filed by PBR Australia Pty Ltd in the amount of \$217,194.37 or (ii) \$6,195.83 of the claim described as "PBRA Accounts Receivable outstanding – U&W Shoe&linings" in the proof of claim dated March 28, 2006 filed by PBR Australia Pty Ltd in the amount of \$254,029.17.

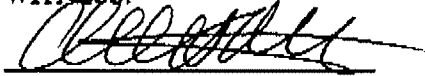
Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other

communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 3<sup>rd</sup> day of August, 2006.

**MERRILL LYNCH CREDIT PRODUCTS, LLC**

WITNESS:

  
(Signature)

Name: Christopher Moon  
Title:  
(Print name and title of witness)

By:   
(Signature of authorized corporate officer)

Name: **Brandt Wilson**  
Title: **Vice President**  
Tel.:

**SPECIAL SITUATIONS INVESTING GROUP, INC.**

WITNESS:

\_\_\_\_\_  
(Signature)

Name:  
Title:  
(Print name and title of witness)

By:   
(Signature of authorized corporate officer)

Name: **Brian Clarke**  
Title: **Authorized Signatory**  
Tel.:

**EXHIBIT C**

Address for Notices:

Special Situations Investing Group, Inc.  
c/o Goldman, Sachs & Co.  
85 Broad Street – 27<sup>th</sup> Floor  
New York, NY 10004  
Attn: Albert Dombrowski

Wire Instructions:

Chase NY  
ABA # 021000021  
A/C Name: Special Situations Investing Group, Inc.  
A/C # 066906601  
Ref: Delphi Claims  
Attn: Philip Green

Contact Information:

Michael Mansour  
c/o Goldman, Sachs & Co.  
85 Broad Street – 28<sup>th</sup> Floor  
New York, NY 10004  
Telephone: 212-357-3773  
Fax: 212-357-0922

with a copy to:

Pedro Ramirez  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Telephone: (917) 343-8319  
Fax: (212) 428-1243